SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*
Sinha Harsh

(Last) (First) (Middle)
C/O WISE GROUP PLC
1ST FLOOR WORSHIP SQ., 65 CLIFTON STREET

(Street)
LONDON X0 EC2A 4JE

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Wise Group plc [WSE]

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
[X] Officer (give title below)
Other (specify below)
Chief Technology Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
[X] Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Ordinary Shares	07/15/2026		M		105,240	A	(1)	916,115	D	
Class A Ordinary Shares	07/16/2026		S		42,101	D	$12.86	874,014	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units	(1)	07/15/2026		M			26,310	(2)	(2)	Class A Ordinary Shares	26,310	$0	26,310	D	
Restricted Share Units	(1)	07/15/2026		M			26,310	(3)	(3)	Class A Ordinary Shares	26,310	$0	131,549	D	
Restricted Share Units	(1)	07/15/2026		M			26,310	(4)	(4)	Class A Ordinary Shares	26,310	$0	236,787	D	
Restricted Share Units	(1)	07/15/2026		M			26,310	(5)	(5)	Class A Ordinary Shares	26,310	$0	342,022	D	

Explanation of Responses:

1. Each restricted share unit ("RSUs") represents a contingent right to receive one Issuer Class A Ordinary Share or cash.
2. The reporting person was previously granted 52,620 RSUs, vesting in two equal installments on July 15, 2026 and October 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.
3. The reporting person was previously granted 157,859 RSUs, vesting in six equal quarterly installments beginning on July 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.
4. The reporting person was previously granted 263,097 RSUs, vesting in ten equal quarterly installments beginning on July 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.
5. The reporting person was previously granted 368,332 RSUs, vesting in fourteen equal quarterly installments beginning on July 15, 2026, subject to the reporting person's continuous service through each applicable vesting date.

/s/ Nameeta Pai, as attorney-in-fact 07/17/2026

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.